



**NYSE Foreign Private Issuer  
Corporate Governance Affirmation**

Company Name:

Symbol:

Type of Affirmation: ☐ Initial<sup>1</sup> ☐ Annual

Notice of Non-compliance: ☐ Yes<sup>2</sup> ☐ No

Part I.

**INSTRUCTIONS:** Please provide the following information for each director currently serving, or who will be serving as of the day of listing, on the Company's audit committee, as applicable. Please indicate each audit committee member that has been deemed independent for purposes of Rule 10A-3 of the Securities Exchange Act of 1934 ("Rule 10A-3") and service on the Company's audit committee.<sup>3</sup>

**AUDIT COMMITTEE DETAILS:**

	<u>Name of Audit Committee Member</u>	<u>10A-3 Ind. (Y/N)<sup>4</sup></u>	<u>Audit Committee Member Exemption</u>
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>
5.	<input type="text"/>	<input type="text"/>	<input type="text"/>
6.	<input type="text"/>	<input type="text"/>	<input type="text"/>
7.	<input type="text"/>	<input type="text"/>	<input type="text"/>
8.	<input type="text"/>	<input type="text"/>	<input type="text"/>
9.	<input type="text"/>	<input type="text"/>	<input type="text"/>
10.	<input type="text"/>	<input type="text"/>	<input type="text"/>
11.	<input type="text"/>	<input type="text"/>	<input type="text"/>
12.	<input type="text"/>	<input type="text"/>	<input type="text"/>
13.	<input type="text"/>	<input type="text"/>	<input type="text"/>
14.	<input type="text"/>	<input type="text"/>	<input type="text"/>
15.	<input type="text"/>	<input type="text"/>	<input type="text"/>

<sup>1</sup> Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.

<sup>2</sup> If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.

<sup>3</sup> If the Company is relying on one of the following exemptions, skip to Part II: 10A-3(c)(1), 10A-3(c)(2), and 10A-3(c)(3).

<sup>4</sup> Independent for purposes of Rule 10A-3



Please provide the following information for each audit committee member identified in the chart above. Alternatively, a reference to the location of the disclosure in the Company's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- Brief biography.
- Share ownership in the Company.
- Brief description of any direct or indirect consulting, advisory, or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A).
- Indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B).

Part II.

**INSTRUCTIONS:** Companies listed on the New York Stock Exchange (the "Exchange") must comply with the corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the "Manual"), as applicable. In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

1. Audit Committee: Section 303A.06 of the Manual

- ☐ I hereby certify that the Company meets the requirements of Rule 10A-3 and is relying on a Rule 10A-3 exemption. State below which Rule 10A-3 exemption(s) the Company or any individual member of its audit committee are relying on and briefly describe the basis for reliance on such exemption below: (Appendix A provides a brief description of Rule 10A-3 exemptions.)

- ☐ I hereby certify that the Company meets the requirements of Rule 10A-3 and is not relying on a Rule 10A-3 exemption.

- ☐ The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason(s):



2. Statement of Corporate Governance Significant Differences: Section 303A.11 of the Manual

- ☐ I hereby certify that the Company files its annual report on Form 20-F with the SEC and included its statement of significant differences in its Form 20-F.
- ☐ I hereby certify that the Company has i) included its statement of significant differences in its annual report filed with the SEC or ii) made the statement available on or through its website and disclosed that fact and provided the website address in its annual report.
- ☐ I hereby certify that the Company has not yet filed an Annual Report with the SEC since its date of initial listing but intends, in the first such Annual Report filed after the date of this affirmation, to include its statement of significant corporate governance differences in such Annual Report.
- ☐ The Company is unable to make one of the affirmations set forth in this Item 2 and is therefore non-compliant for the following reason(s):

3. Other Non-Compliance: Section 303A of the Manual

- ☐ Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with the applicable requirements of Section 303A of the Manual for the following reason(s):

I am an authorized officer of the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

Name of the Company:

By:

Title:

Date submitted:

Telephone number:

E-mail address:

Signature: /s/



## **Appendix A:**

### **Rule 10A-3 exemptions for a foreign private issuer<sup>5</sup>:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.<sup>6</sup>

**Rule 10A-3(b)(1)(iv)(B)** – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company.<sup>7</sup>

**Rule 10A-3(b)(1)(iv)(C)** – This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.<sup>6</sup>

**Rule 10A-3(b)(1)(iv)(D)** – This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.<sup>6</sup>

**Rule 10A-3(b)(1)(iv)(E)** – This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.<sup>6</sup>

**Rule 10A-3(b)(1)(iv)(F)** – This provision provides that the U.S. Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3.<sup>6</sup>

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.<sup>7</sup>

**Rule 10A-3(c)(2)** – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.<sup>7</sup>

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<sup>5</sup> This summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of Rule 10A-3.

<sup>6</sup> A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>7</sup> A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.



**Rule 10A-3(c)(3)** – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body or statutory auditor.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company's governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5)(Funding) apply to the extent permitted by law.<sup>6</sup>